

The David J. Joseph Company

July 6, 1994

17449
Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

RECORDATION NO. 17449 -A
FILED 1423

JUL 11 1994 -8 05 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms Lee

Enclosed is an original and one copy of the Amendment to Lease Agreement dated as of June 10, 1994, between the following parties:

Lessor The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Lessee Railtex, Inc.
4040 Broadway, Suite 200
San Antonio, TX 78209

Please see Exhibit A attached hereto, showing the equipment involved in this transaction

Please file this agreement as a primary document. The amount of \$18 00 is included in the enclosed check.

Sincerely,

THE DAVID J JOSEPH COMPANY

Julia R Jones
Staff Assistant - Contract Administration

/jrj
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

JULY 12, 1993

JULIA R. JONES, STAFF ASSISTANT
THE DAVID J. JOSEPH COMPANY
P O BOX 1078
CINCINNATI OHIO 45201-1078

Dear MS. JONES:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/11/94 at 8:05AM, and assigned recordation number(s). 17449-A, 18477-A, 18894.

Sincerely yours,

Sidney L. Strickland, Jr.
Secretary

Enclosure(s)

\$ 54.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one stamped on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

Falecia M. Stokes

**AMENDMENT TO
LEASE AGREEMENT**

RECORDATION NO. 17449-A

JUL 11 1994 -8 05 AM

INTERSTATE COMMERCE COMMISSION

This amendment to the Lease Agreement (the "Amendment"), is entered into this 10th day of June, 1994, by and between The David J. Joseph Company ("Lessor") and RailTex, Inc. ("Lessee"), amending that certain Lease Agreement (the "Lease") dated June 12, 1991, by and between Lessor and Lessee.

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") on July 23, 1991, with recordation number 17449.

WHEREAS, the parties desire to amend the Lease to extend the Lease expiration date to [REDACTED] for all twenty-five (25) Cars, which are the subject of the Lease.

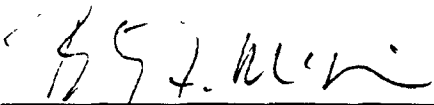
WHEREAS, the parties further desire to amend the Lease by decreasing the monthly rentals from [REDACTED] per Car, per month, to [REDACTED] per Car, per month, [REDACTED]. The variable mileage rental shall remain unchanged at [REDACTED] for all loaded off-line miles in excess of [REDACTED] (empty and loaded) off-line miles per Car in each 12 month period payable within 90 days of the end of each such 12 month period. All other terms and conditions of the Lease shall remain unchanged and in full force and effect.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

The Lease is amended by extending the Lease expiration date to [REDACTED], for all Cars which are subject to this Lease. The Lease is further amended by decreasing the monthly rentals from [REDACTED] per Car, per month, to [REDACTED] per Car, per month, commencing [REDACTED]. The variable mileage rental shall remain unchanged at [REDACTED] per mile for all loaded off-line miles in excess of [REDACTED] total (empty and loaded) off-line miles per Car in each 12 month period payable within 90 days of the end of each such 12 month period. All other terms and conditions of the Lease remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of the day and year first above written.


THE DAVID J. JOSEPH COMPANY

BY: 
Douglas F. McMillan

TITLE: Vice President

DATE: June 10, 1994

RAILTEX, INC.

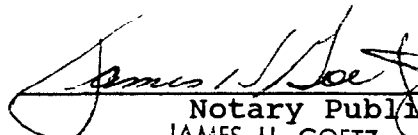
BY: 

TITLE: VP Sales Business Development

DATE: June 15, 1994

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

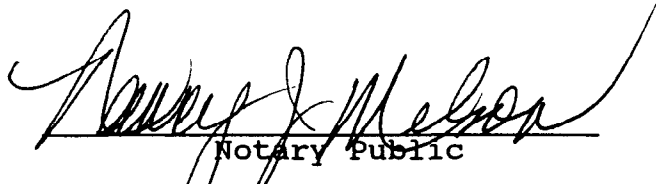
The foregoing instrument was acknowledged before me this 10th day of June, 1994, by Douglas F. McMillan, the Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.



Notary Public
JAMES H. GOETZ
Notary Public, State of Ohio
My Commission Expires July 10, 1995

STATE OF TEXAS)
)
COUNTY OF BEXAR) SS:

The foregoing instrument was acknowledged before me this 17th day of June, 1994, by DANIEL T. Mc SHANE, the VICE PRESIDENT of RailTex, Inc., a Texas corporation, on behalf of the corporation.



Notary Public

EXHIBIT A

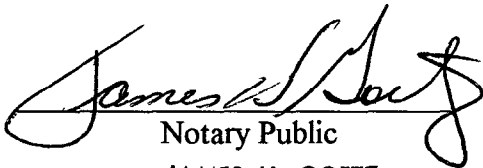
DESCRIPTION OF UNITS

Twenty-five (25) 100 ton open top hopper railcars (ballast cars) built in 1966 and 1967 by Gunderson and bearing the following reporting marks

TRAX 1300
TRAX 1302
TRAX 1303
TRAX 1304
TRAX 1308
TRAX 1313
TRAX 1314
TRAX 1316
TRAX 1318
TRAX 1322
TRAX 1329
TRAX 1333
TRAX 1336
TRAX 1339
TRAX 1344
TRAX 1350
TRAX 1353
TRAX 1355
TRAX 1356
TRAX 1357
TRAX 1362
TRAX 1363
TRAX 1364
TRAX 1365
TRAX 1371

CERTIFICATE

The undersigned, James H Goetz, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Notary Public

JAMES H. GOETZ

Notary Public, State of Ohio

My Commission Expires July 10, 1995

